

United States Bankruptcy Court
Western District of Washington

In re **Vadium Technology, Inc.**

Debtor

Case No. 12-10808Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	4,691,831.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	3		6,685,262.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		2,025,923.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	20		11,609,642.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		34			
	Total Assets		4,691,831.00		
		Total Liabilities		20,320,827.00	

United States Bankruptcy Court
Western District of Washington

In re **Vadium Technology, Inc.**Case No. **12-10808**

Debtor

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Vadium Technology, Inc.**
DebtorCase No. 12-10808**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

 Sub-Total > **0.00** (Total of this page)

 Total > **0.00**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<input checked="" type="checkbox"/>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	<input checked="" type="checkbox"/>			
3. Security deposits with public utilities, telephone companies, landlords, and others.	<input checked="" type="checkbox"/>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<input checked="" type="checkbox"/>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<input checked="" type="checkbox"/>			
6. Wearing apparel.	<input checked="" type="checkbox"/>			
7. Furs and jewelry.	<input checked="" type="checkbox"/>			
8. Firearms and sports, photographic, and other hobby equipment.	<input checked="" type="checkbox"/>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<input checked="" type="checkbox"/>			
10. Annuities. Itemize and name each issuer.	<input checked="" type="checkbox"/>			

Sub-Total >
(Total of this page)**0.00**4 continuation sheets attached to the Schedule of Personal Property

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		Interest in Vadium Voice Communications, LLC - 82% Ownership	-	2,460,000.00
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Advances Made To Furloughed Employees to Retain them as part of future Reorganization and Sales of Assets that can be setoff against Accrued Rentention Wages Zsolt Ari - 2304 N. 53rd St. Seattle, WA 98103	-	87,500.00
Sub-Total > (Total of this page)				2,547,500.00

Sheet 1 of 4 continuation sheets attached
to the Schedule of Personal Property

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Advances Made To Furloughed Employees to Retain them as part of future Reorganization and Sales of Assets that can be setoff against Accrued Retention Wages Joe Mistachkin 15606 NE 40th St. #L-245 Redmond, WA 98052	-	74,750.00
		Advances Made To Furloughed Employees to Retain them as part of future Reorganization and Sales of Assets that can be setoff against Accrued Retention Wages Jeff Nitsche 14710 Aqua Dr Kp N Gig Harbor, WA 98329	-	12,000.00
		Advances Made To Furloughed Employees to Retain them as part of future Reorganization and Sales of Assets that can be setoff against Accrued Retention Wages Loal Davis 30916 16th Pl SW, Apt. C, Federal Way, WA 98023	-	52,250.00
		Wolfgang Hammersmith 3800 Bridgeport Way, #523 University Place, WA 98466 - Note Receivable for \$650,000, due December 31, 2015, taken in exchange for issuance of the Series Z Preferred Stock Held by Wolfgang	-	650,000.00
		Wolfgang Hammersmith, 3800 Bridgeport Way #523, University Place, WA 98466. \$454,200 -- note receivable from Officer Loans, can be set off against Notes Payable and Deferred Officer Salaries due Wolfgang Hammersmith.	-	454,200.00
22. Patents, copyrights, and other intellectual property. Give particulars.		Intellectual Property Asset - Computer Source Code - 401 Second Ave S, Ste 500 Seattle WA 98104	-	714,270.00
		US Patent #7840002 - Techniques to Strengthen One - Time Pad Encryption	-	20,816.00
		US Patent #7317799 - Key Folding Process for Cypher Systems	-	20,816.00
		US Patent Application #12/942547 - Techniques to Strengthen One - Time Pad Encryption	-	20,816.00
		US Patent Application #20030026429 for Key ID & offset	-	20,816.00

Sub-Total > **2,040,734.00**
(Total of this page)

Sheet 2 of 4 continuation sheets attached
to the Schedule of Personal Property

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		US Patent #20030026431 for Key Service and Key Management, to be refiled as divisional of Key ID & offset app	-	20,816.00
		US Patent Application 20030016821 US app for Keyable Characters, to be refiled as divisional of Key ID & offset app	-	20,816.00
		European Patent #1279249B1 patent issued in Germany, Austria, Great Britain and France	-	20,816.00
		European Patent #1808977 Divisional pending in Europe	-	20,816.00
		US Trademark #78812823 - Confidence Delivered	-	503.00
		US Trademark #78366862 - AlphaCipher Mobile	-	503.00
		US Trademark #78360692 - AlphaCipher Desktop	-	503.00
		US Trademark #7833406 - Vadium Technology	-	503.00
		US Trademark #78282610 - AlphaCipher	-	503.00
		Unregistered Trademark - iAptus	-	503.00
		Unregistered Trademark - Recognos	-	503.00
		Unregistered Trademarks - KeyGen	-	503.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Belhara Security Solutions - 475 Howe Street, Suite 807 Vancouver, BC V6C 2B3 Canada - Software Development Kit License Between Vadium Technology, Inc. and Belhara Security Solutions, Inc. - March 2011	-	0.00
		Belhara Security Solutions 475 Howe Street, Suite 807 Vancouver, BC V6C 2B3 Canada - Source Code License Between Vadium Technology, Inc. and Belhara Security Solutions, Inc. - March 2011	-	0.00
		Belhara Security Solutions 475 Howe Street, Suite 807 Vancouver, BC V6C 2B3 Canada - Side Letter Agreement to Licenses Between Vadium Technology, Inc and Belhara Security Solutions, Inc. - March 2011	-	0.00
				Sub-Total >
				87,288.00
			(Total of this page)	

Sheet 3 of 4 continuation sheets attached
to the Schedule of Personal Property

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		23 Desk - 46 Desk Chair - 10 Shelf Unit - 14 Drawer Unit - 1 Table Top - 1 Round Coffee Table - 1 Booth Case - 3 Chair - 1 Metal Cabinet	-	3,775.00
29. Machinery, fixtures, equipment, and supplies used in business.		Computers - Printers - Servers - Routers - Switches - Shredder - Refrigerator - Shredder - Pepsi Machine. Please See Attached	-	12,534.00
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
			Sub-Total > (Total of this page)	16,309.00
			Total >	4,691,831.00

Sheet 4 of 4 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Vadium Technology, Inc.**Case No. **12-10808**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTO R H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL			UNSECURED PORTION, IF ANY
				CONTINGENT	UNLIQUIDATED	DISPUTED	
Account No.			Received a stipulated judgment lien				
4505, LLC 4505 Pacific Highway E. Suite A Tacoma, WA 98424	-						
			Value \$ 0.00				667,801.00 667,801.00
Account No.			1/8/2009				
Avanade, Inc. 818 Stewart St. Suite 400 Seattle, WA 98101	-		Interest from Promissory Note and Security Agreement				
			Value \$ 0.00				653,045.00 653,045.00
Account No.			Interest from Promissory Note and Security Agreement				
CADG Internation, Pte. Ltd. 350 Orchard Road Shaw House #16-05 Singapore 238868	X -						
			Value \$ 0.00				460,000.00 460,000.00
Account No.			10/26/2011				
David Jones 330 112th Avenue NE Suite 301 Bellevue, WA 98004	-		Interest from Promissory Note and Security Agreement				
			Value \$ 0.00				195,000.00 195,000.00
				Subtotal (Total of this page)			
				1,975,846.00		1,975,846.00	

2 continuation sheets attached

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			11/22/2011 Interest from Promissory Note and Security Agreement					
Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	-		Value \$ 0.00				695,500.00	695,500.00
Account No.			10/15/2009 Interest from Promissory Note and Security Agreement					
John Brasino 26970 SE Old Black Road Issaquah, WA 98029	-		Value \$ 0.00				371,059.00	371,059.00
Account No.			10/26/2011 Interest from Promissory Note and Security Agreement					
Michael Kichline 330 112th Avenue NE Suite 301 Bellevue, WA 98004	-		Value \$ 0.00				1,065,000.00	1,065,000.00
Account No.			10/26/2011 Interest from Promissory Note and Security Agreement					
S. Shawn Tacey 330 112th Avenue NE Suite 301 Bellevue, WA 98004	-		Value \$ 0.00				744,500.00	744,500.00
Account No.			12/30/2009 Interest from Promissory Note and Security Agreement					
Vey Development, Inc. 11822 Justice Avenue Suite B6 Baton Rouge, LA 70816	-		Value \$ 0.00				1,137,857.00	1,137,857.00
Sheet <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)			4,013,916.00	4,013,916.00

In re **Vadium Technology, Inc.** _____, Debtor

Case No. 12-10808

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
Wolfgang Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466			11/22/2011					
			Interest from Promissory Note and Security Agreement					
			-					
				Value \$	0.00		695,500.00	695,500.00
Account No.								
				Value \$				
Account No.								
				Value \$				
Account No.								
				Value \$				
Account No.								
				Value \$				
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims				Subtotal (Total of this page)	695,500.00		695,500.00	
				Total (Report on Summary of Schedules)	6,685,262.00		6,685,262.00	

Sheet 2 of 2 continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

695,500.00

695,500.00

Total

(Report on Summary of Schedules)

6,685,262.00

6,685,262.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

2 continuation sheets attached

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM		
Account No.								
California Emp Develop Dept PO Box 989061 West Sacramento, CA 95798-9061	-						0.00	
						20,000.00		20,000.00
Account No.								
Florida Department of Revenue 5050 W Tennessee St Tallahassee, FL 32399-0180	-						0.00	
						597.00		597.00
Account No.								
Internal Revenue Service PO Box 7346 Philadelphia, PA 19101-7346	-						1,873,629.00	
						1,873,629.00		0.00
Account No.								
Oregon Employment Department PO Box 4395, Unit 2 Portland, OR 97208-4395	-						0.00	
						22,000.00		22,000.00
Account No.								
State of Maryland Dept of Labor, Licensing & Reg PO Box 17291 Baltimore, MD 21297-0365	-						0.00	
						187.00		187.00
Sheet <u>1</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims						Subtotal (Total of this page)		
							1,873,629.00	
							1,916,413.00	42,784.00

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM		
Account No.								
State of Michigan Dept of Energy, Labor & Econ 3024 W Grand Blvd Detroit, MI 48202-9827	-						0.00	0.00
						4,510.00	4,510.00	
Account No.								
WA State Employment Security PO Box 9046 Olympia, WA 98507-9046	-						0.00	0.00
						50,000.00	50,000.00	
Account No.								
Washington State Department of Revenue PO Box 34051 Seattle, WA 98124-1052	-						0.00	0.00
						55,000.00	55,000.00	
Account No.								
Account No.								
Sheet <u>2</u> of <u>2</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims						Subtotal (Total of this page)	0.00	0.00
							109,510.00	109,510.00
						Total (Report on Summary of Schedules)	1,873,629.00	152,294.00
							2,025,923.00	152,294.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
							4,000.00
Account No.			Unsecured Trade Debt				
ABT ApS Aavang 51 DK-3400 Hillerod Denmark							
Account No.			Unsecured Trade Debt				
Action Web Host 2917 165th PL NE Bellevue, WA 98008							51.00
Account No.			Unsecured Trade Debt				
Advanced Digital Graphics 123 Newland St Witham, Essex CM8 1BE UK							194.00
Account No.			Unsecured Trade Debt				
Allied Credit Services 1240 NE 175th St #C Seattle, WA 98155							6,025.00
19 continuation sheets attached				Subtotal (Total of this page)			10,270.00

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
AlphaCipher Acquisition Corp 401 Second Avenue South Ste 500 Seattle, WA 98104	-					2,949,402.00
Account No.		Unsecured trade debt				
Amalgamated Financial Group PO Box 1006 Old Bridge, NJ 08857-1006	-					154.00
Account No.		Unsecured Note Payable				
Anthony Robbins 4241 92nd Ave NE Bellevue, WA 98004	-					44,500.00
Account No.		Unsecured Noted Payable				
Arnie Ohaks 7021 132nd St SE Snohomish, WA 98296	-					5,000.00
Account No.		Unsecured Trade Debt				
Beresford Booth, PLLC 145 3rd Avenue So. Edmonds, WA 98020	-					106,000.00
Sheet no. <u>1</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			3,105,056.00

In re

Vadium Technology, Inc.Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Blick Rothenberg 12 York Gate Regents Park London NW1 4QS	-					3,000.00
Account No.		Unsecured Trade Payable				
Burt Margolis 1867 June Lake Drive Henderson, NV 89052	-					10,000.00
Account No.		Unsecured Trade Debt				
Coface 900 Chapel St East Windsor, NJ 08520	-					8,755.00
Account No.		Unsecured Trade Debt				
Comcast - Office 12645 Stone Ave N Seattle, WA 98133	-					65.00
Account No.		Unsecured Trade Debt				
Costco PO Box 34331 Seattle, WA 98124	-					150.00
Sheet no. <u>2</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			21,970.00

In re

Vadium Technology, Inc.Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
Crystal Springs PO Box 660579 Dallas, TX 75266	-					94.00
Account No.		Unsecured Note Payable				
Dale Miller 14977 SW 33rd St Fort Lauderdale, FL 33331	-					60,000.00
Account No.		Unsecured Note Payable				
Dan Gatchet 3900 Lindsay Hill Road Quilcene, WA 98376	-					21,000.00
Account No.		Unsecured Trade Debt				
DarPat, LLC 1950 Alaskan Way #127 Seattle, WA 98101	-					10,500.00
Account No.		Unsecured Note Payable				
Darren Basch 8495 Hathaway Rd Kalamazoo, MI 49009	-					52,506.00
Sheet no. <u>3</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			144,100.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
David Alexander 8057 Crest Drive NE Seattle, WA 98115	-					22,500.00
Account No.		Unsecured Note Payable				
David Nelson 18659 NE 55th Way Redmond, WA 98052	-					10,000.00
Account No.		Unsecured Trade Debt				
Denny Miller Associates 400 North Capitol Street NE Suite 363 Washington, DC 20001	-					170,000.00
Account No.		Unsecured Trade Debt				
Denton SNR 525 Market St, 26th Floor San Francisco, CA 94105-2708	-					41,436.00
Account No.		Unsecured Trade Debt				
Dorsey Whitney, LLP 701 5th Avenue #6100 Seattle, WA 98104	-					30,000.00
Sheet no. <u>4</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			273,936.00

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Ea Lilja 1139 Federal Ave E Seattle, WA 98102	-					5,000.00
Account No.		Unsecured Note Payable				
Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	-					835,000.00
Account No.		Unsecured Trade Debt				
Fenwick & West LLP 801 California St Mountain View, CA 94041	-					23,096.00
Account No.		Unsecured Trade Debt				
Gallestigui & Lozon Paseo de los Tamarindos No 400 Torre "B" - 2º Piso, Colonia Bosques de las Lomas, 05120 D.F., Mexico	-					5,900.00
Account No.		Unsecured Trade Debt				
Grindstone Management, LLC 9916 Peacock Hill Avenue NW Bldg. A Gig Harbor, WA 98332	-					330,000.00
Sheet no. <u>5</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,198,996.00

In re

Vadium Technology, Inc.Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
Iron Mountain PO Box 27128 New York, NY 10087-7128	-					7,540.00
Account No.		Unsecured Note Payable				
Irrevocable Trust of Stephanie K Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	-					11,000.00
Account No.		Unsecured Note Payable				
Irrevocable Trust of Kristina L. Schreiner 9916 Peacock Hill NW Bldg A Gig Harbor, WA 98332	-					11,000.00
Account No.		Unsecured Note Payable				
Irrevocable Trust of Jessica M Schreiner 9916 Peacock Hill Ave Bldg A Gig Harbor, WA 98332	-					11,000.00
Account No.		Unsecured Note Payable				
Irrevocable Trust of Adrienne M Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	-					11,000.00
Sheet no. <u>6</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			51,540.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Irrevocable Trust of Wriley W Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	-					11,000.00
Account No.		Unsecured Note Payable				
James K Anderson 705 1st St South Kirkland, WA 98033	-					65,000.00
Account No.		Unsecured Note Payable				
Jan Diepenheim 11328 Lakeside Ave SE Seattle, WA 98125	-					72,500.00
Account No.		Unsecured Note Payable				
Jeff Haley 13434 SE 27th Place Bellevue, WA 98005	-					52,000.00
Account No.		Unsecured Note Payable				
Jeff Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	-					10,000.00
Sheet no. <u>7</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			210,500.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Jeff Nitsche 14710 Aqua Dr Kp N Gig Harbor, WA 98329	-					90,000.00
Account No.		Unsecured Note Payable				
Jim Becker 201 NW 60th St Seattle, WA 98107	-					22,000.00
Account No.		Unsecured Note Payable				
Jim Lynch 1420 Evergreen Place Tacoma, WA 98466	-					5,000.00
Account No.		Unsecured Note Payable				
Jim Wallace 19187 N. 94th Place Scottsdale, AZ 85255	-					50,000.00
Account No.		Unsecured Note Payable				
Joe Mistachkin 15606 NE 40th St #L-245 Redmond, WA 98052	-					190,000.00
Sheet no. <u>8</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			357,000.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
John A Monk Generation Skipping Trust 836 East Lane Kent, WA 98031	-					20,000.00
Account No.		Unsecured Note Payable				
John Parker 2043 S. Washington St. Denver, CO 80201	-					150,000.00
Account No.		Unsecured Note Payable				
John Towey 38216 Azalea Drive Palm Desert, CA 92260	-					10,500.00
Account No.		Unsecured Note Payable				
Jose Antonio Rios PO Box 85025 Hallandale, FL 33008	-					513,895.00
Account No.		Unsecured Trade Debt				
Kastner Williams PO Box 21926 Seattle, WA 98111-3926	-					18,712.00
Sheet no. <u>9</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			713,107.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Kenyon and Karen Luce 3716 372nd St Auburn, WA 98001	-					159,277.00
Account No.		Unsecured Trade Debt				
Law Office of Michael Lovejoy PO Box 25340 Seattle, WA 98165-2240	-					18,245.00
Account No.		Unsecured Note Payable				
Lawerence Lavine 9424 Veteran Drive SW Lakewood, WA 98498	-					443,000.00
Account No.		Unsecured Trade Debt				
Lawson W Turner III, Attorney PO Box 1783 Little Rock, AR 72203	-					333.00
Account No.		Unsecured Note Payable				
Linda Mackintosh 28707 6th Place S Seattle, WA 98198	-					29,382.00
Sheet no. <u>10</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			650,237.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Loal Davis 30915 16th Pl SW, Apt C Federal Way, WA 98023	-					90,000.00
Account No.		Unsecured Trade Debt				
Luce & Associates 4505 Pacific Highway East Suite A Tacoma, WA 98424	-					62,352.00
Account No.		Unsecured Note Payable				
Martin Kleeland and Brit-Simone Sutter 2522 N Proctor #477 Tacoma, WA 98406	-					25,000.00
Account No.		Unsecured Note Payable				
Mary Veal 3813 52nd St NE Tacoma, WA 98422	-					30,000.00
Account No.		Unsecured Trade Debt				
Moylan Marketing 21670 SW Hedges Drive Portland, OR 97062	-					6,500.00
Sheet no. <u>11</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			213,852.00

In re

Vadium Technology, Inc.Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
Navidad Real Estate Holding 1250 E Hallandale Beach Blvd Ste 504 Hallandale, FL 33009	-					78,533.00
Account No.		Unsecured Trade Debt				
NCO Financial Systems PO Box 17196 Baltimore, MD 21297	-					48.00
Account No.		Unsecured Trade Debt				
North Shore Agency PO Box 94515 Palatine, IL 60094	-					221.00
Account No.		Unsecured Trade Debt				
Opti Staffing 6840 Fort Dent Way Seattle, WA 98188-2555	-					12,000.00
Account No.		Unsecured Trade Debt				
OSI Collection Services 1902 96th St South Tacoma, WA 98444	-					60.00
Sheet no. <u>12</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			90,862.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
Pacess, Inc. PO Box 834 Portland, OR 97207	-					38,500.00
Account No.		Unsecured Note Payable				
Paul Walker PO Box 3308 Redmond, WA 98073	-					20,000.00
Account No.		Unsecured Note Payable				
Peter Langmaid 2820 69th Ave SE Mercer Island, WA 98040	X -					20,000.00
Account No.		Unsecured Trade Debt				
Quardev 3411 Thorndyke Ave West Seattle, WA 98119	-					11,374.00
Account No.		Unsecured Note Payable				
Recovable Trust of Geoffrey R. Monk 26404 Woodland Way S Kent, WA 98031	-					35,000.00
Sheet no. <u>13</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			124,874.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Revocable Trust of John A Monk 836 East Lane Kent, WA 98031	-					65,000.00
Account No.		Unsecured Note Payable				
Revocable Trust of Samantha C Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	-					11,000.00
Account No.		Unsecured Note Payable				
Rod Nichols PO Box 80705 Seattle, WA 98109	-					1,445,000.00
Account No.		Unsecured Note Payable				
Ron Norris 615 West Prospect St Seattle, WA 98119	-					10,000.00
Account No.		Unsecured Trade Debt				
Salnave Road Ventures, LLC PO Box 80705 Seattle, WA 98124	-					90,132.00
Sheet no. <u>14</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,621,132.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Scott and Sarah Armstrong 600 Hillside Drive East Seattle, WA 98112	-					25,750.00
Account No.		Unsecured Trade Debt				
Solutonz Conferencing 901 Bingham Avenue Los Angeles, CA 90049	-					49,500.00
Account No.		Unsecured Trade Debt				
Sourcefire 9770 Patuxent Woods Drive Columbia, MD 21046	-					1,259.00
Account No.		Unsecured Trade Debt				
Staples PO Box 415256 Boston, MA 02241-5256	-					1,000.00
Account No.		Unsecured Note Payable				
Steve and Ronna Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	-					25,000.00
Sheet no. <u>15</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			102,509.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Steve O'rear 509 10th Ave Kirkland, WA 98033	-					5,000.00
Account No.		Unsecured Trade Debt				
Stonebridge Security, Inc. 1201 Third Avenue, Suite 3080 Seattle, WA 98101	-					60,766.00
Account No.		Unsecured Trade Debt				
Strategic Business Communic 1979 Marcus Avenue Lake Success, NY 11042	-					2,400.00
Account No.		Unsecured Note Payable				
Stuart Hagen 13612 62nd Ave NE Kirkland, WA 98034	-					15,750.00
Account No.		Unsecured Trade Debt				
Synter Resource Group, LLC 5935 Rivers Ave, Ste 102 North Charleston, SC 29419	-					258.00
Sheet no. <u>16</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			84,174.00

In re

Vadium Technology, Inc.Case No. 12-10808

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
T-Mobile PO Box 660252 Dallas, TX 75266-0252	-					3,300.00
Account No.		Unsecured Trade Debt				
Tacey Goss, PS 330 112th Avenue NE Bellevue, WA 98004	-					10,000.00
Account No.		Unsecured Trade Debt				
Tacoma Public Utility City Treasurer PO Box 11010 Tacoma, WA 98411-1010	-					61.00
Account No.		Unsecured Trade Debt				
TATS of WA, Inc. PO Box 19577 Seattle, WA 98109	-					65,000.00
Account No.		Unsecured Trade Debt				
TBK-Patent Bavariaring 4-6 D-80336 Munchen Germany	-					6,700.00
Sheet no. <u>17</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			85,061.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Note Payable				
Terry Korotozer 6853 19th Avenue NE Seattle, WA 98115	-					79,500.00
Account No.		Unsecured Note Payable				
TK Yeoh 9708 NE 29th St Bellevue, WA 98004	-					10,000.00
Account No.		Unsecured Note Payable				
Tom Nickels 4833 NE 43rd St Seattle, WA 98105	-					10,000.00
Account No.		Unsecured Trade Debt				
ULR&I 3800 Bridgeport Way # 523 University Place, WA 98466	-					450,000.00
Account No.		Unsecured Note Payable				
Walt Smith 609 SW 207th Place Seattle, WA 98166	X -					189,000.00
Sheet no. <u>18</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			738,500.00

In re Vadium Technology, Inc.,
DebtorCase No. 12-10808**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Unsecured Trade Debt				
Waxie Sanitary Supply PO Box 81006 San Diego, CA 92138	-					15.00
Account No.		Unsecured Note Payable				
Wendy Costello 6310 141st Avenue SE Bellevue, WA 98006	-					40,000.00
Account No.		Unsecured Note Payable				
Wolfgang Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	-					1,620,000.00
Account No.		Unsecured Trade Debt				
Worldwide Express 700 NW Gilman Blvd , Ste 235 Issaquah, WA 98027	-					1,951.00
Account No.		Unsecured Note Payable				
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	-					150,000.00
Sheet no. <u>19</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,811,966.00
			Total (Report on Summary of Schedules)			11,609,642.00

In re **Vadium Technology, Inc.**Case No. 12-10808

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

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continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re **Vadium Technology, Inc.**
DebtorCase No. 12-10808**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jose Antonio Rios PO Box 85025 Hallandale, FL 33008 Guarantor	CADG International, Pte. Ltd. 350 Orchard Road Shaw House #16-05 Singapore 238868
Rob Nicholls PO Box 80705 Seattle, WA 98109	Walt Smith 609 SW 207th Place Seattle, WA 98166
Rob Nicholls PO Box 80705 Seattle, WA 98109 Guarantor	CADG International, Pte. Ltd. 350 Orchard Road Shaw House #16-05 Singapore 238868
Rod Nicholls PO Box 80705 Seattle, WA 98109	Peter Langmaid 2820 69th Ave SE Mercer Island, WA 98040

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continuation sheets attached to Schedule of Codebtors

United States Bankruptcy Court
Western District of Washington

In re Vadium Technology, Inc.

Debtor(s)

Case No. 12-10808

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President & CEO of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 36 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date February 20, 2012

Signature /s/ Rodney Gene Nicholls

Rodney Gene Nicholls
President & CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Western District of Washington

In re **Vadium Technology, Inc.**

Debtor(s)

Case No.
Chapter**12-10808**
11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

■ a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT STILL OWING
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■ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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■ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jose Antonio Rios <input checked="" type="checkbox"/> PO Box 85025 Hallandale, FL 33008	February 11, 2012	\$5,000.00	\$513,895.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Vadium Technology Inc.; Jose Antonio Rios and Jane Doe Rios, and Rod Nicholls v. CADG International . Cause No: 10-2-36557-5 SEA	Declaratory Judgment action. Filed in King County Superior Court, State of Washington.	Superior Court of Washington at King County,	Dismissed without prejudice on December 13, 2010.

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
CADG International, PTE, LTD, individually and on behalf of Vadium Voice Communications, LLC, v. Vadium Technology Inc.; Jose Antonio Rios and Jane Doe Rios, and Rod Nicholls. #1160017831.	Commercial dispute based upon a breach of contract action, with related claims. Filed with Judicial Arbitration and Mediation Services ("JAMS")	Judicial Arbitration and Mediation Services, at Seattle, Washington, REF	Stipulated Dismissal without prejudice entered on June 22, 2010.
Lance Gaines, Et. Al. v. Vadium Technology, Inc.; Wolfgang Hammersmith and Elizabeth Hammersmith, and Rod Nicholls. Cause No: 10-2-11027-5 SEA	Commercial dispute for Unpaid Wages, Expense and Related Claims	Superior Court of Washington at King County, Cause No: 10-2-11027-5 SEA	Stipulated Dismissal with Prejudice Entered in 2011

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Dallas W. Jolley, Jr 4707 So. Junett St. Suite B Tacoma, WA 98409	1/30/2012 AlphaCipher Acquisition Corporation	\$1,954.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
4507 Pacific Highway East, Suite D, Tacoma, WA 98424	same name	2003- July 2007

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Vadium Voice Communications, LLC	26-4272118	PMB 4568 Seattle, WA 98194	Subsidiary of Vadium Technology, Inc.	
Vadium IT Services, LLC		PMB 4568 Seattle, WA 98194	Subsidiary of Vadium Technology, Inc.	
Vadium Federal Services, LLC	unknown	4507 Pacific Highway East Suite D Tacoma, WA 98424	Reseller of AlphaCipher to the US Federal Government.	2004-2007

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS

**Wolfgang S Hammersmith
3800 Bridgeport Way #523
Tacoma, WA 98466**

NATURE OF INTEREST

Chairman

PERCENTAGE OF INTEREST

29.34%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Shareholder with Her Husband, Wolfgang Hammersmith	29.34%
Jose Antonio Rios□ PO Box 85025 Hallandale, FL 33008	Director & CEO -	None - Option Holder
Rod Nichols PO Box 80705 Seattle, WA 98109	Director & President	5.5%
Burt Margolis 1867 June Lake Drive Henderson, NV 89052	Director	Less than 1%
Don Cromer 29590 Vista Valley Drive Vista, CA 92084	Director	Less than 1%
Stu Evey□ 2015 East 23rd Avenue Spokane, WA 99203	Director	None
Lawrence Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Shareholder	6.80%
Grindstone Management, LLC 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	5.10%
Steve and Ronna Schriener□ 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Stephanie K. Schreiner 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Samantha C. Schreiner 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Kristina L. Schreiner 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Jessica M. Schreiner 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Adrienne Schreiner 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Irrevocable Trust Wriley W. Schreiner 9916 Peacock Hill Ave. NW, Bldg A Gig Harbor, WA 98332	Shareholder	Less than 1%
Salnave Road Ventures, LLC PO Box 80705 Seattle, WA 98124	Shareholder	Less than 1%

None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
22 . Former partners, officers, directors and shareholders		
NAME	ADDRESS	DATE OF WITHDRAWAL
None <input checked="" type="checkbox"/> a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.		
NAME AND ADDRESS	TITLE	DATE OF TERMINATION
23 . Withdrawals from a partnership or distributions by a corporation		
None <input type="checkbox"/> If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.		
NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Jose Antonio Rios <input checked="" type="checkbox"/> PO Box 85025 Hallandale, FL 33008	2/1/2011 - Consulting Fee	\$5,000

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date February 20, 2012

Signature /s/ Rodney Gene Nicholls
Rodney Gene Nicholls
President & CEO

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

United States Bankruptcy Court
Western District of Washington

In re Vadium Technology, Inc.

Debtor(s)

Case No. 12-10808
 Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ <u>7,500.00</u>
Prior to the filing of this statement I have received	\$ <u>1,954.00</u>
Balance Due	\$ <u>5,546.00</u>

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: February 20, 2012

/s/ Dallas W. Jolley, Jr.

Dallas W. Jolley, Jr. 22957

Dallas W. Jolley, Jr.

4707 So. Junett St.

Suite B

Tacoma, WA 98409

(253) 761-8970 Fax: (253) 761-7910

dallas@jolleylaw.com

United States Bankruptcy Court
Western District of Washington

In re Vadium Technology, Inc.

Debtor(s)

Case No. 12-10808
 Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
A Norman Nilson Credit Trust 6853 19th Ave NE Seattle, WA 98115	Preferred	20,000	Preferred 10/10/2003
A Norman Nilson Credit Trust 6853 19th Ave NE Seattle, WA 98115	Preferred	20,000	Preferred 6/17/2003
Allen Brecke 386 Columbia Point Dr. #301 Richland, WA 99352	Preferred	20,000	Preferred 10/1/2007
Andrew S Elliot PO Box 50248 Bellevue, WA 98015	Preferred	40,000	Preferred 2/2/2004
Ann McCall Wyman 2809 South Lane Seattle, WA 98114	Preferred	40,000	Preferred 5/1/2007
Ann McCall Wyman 2809 South Lane Seattle, WA 98114	Preferred	40,000	Preferred 8/20/2004
Ann McCall Wyman 2809 South Lane Seattle, WA 98114	Preferred	40,000	Preferred 1/7/2007
Anthony John Robins 4241 92nd Ave NE Bellevue, WA 98004	Preferred	60,000	Preferred 5/1/2007
Anthony Robbins 4241 92nd Ave NE Bellevue, WA 98004	Preferred	140,000	Preferred 5/18/2004
Anthony John Robins 4241 92nd Ave NE Bellevue, WA 98004	Preferred	60,000	Preferred 4/1/2005
Arnis & Sharon Ohaks 7021 132nd St SE Snohomish, WA 98296	Preferred	40,000	Preferred 3/1/2007
Bill Owens 510 Lake St S #B302 Kirkland, WA 98033	Common	100,000	Common

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Bonnie L Moffat 4030 S 275th Pl Auburn, WA 98001	Preferred	12,000	Preferred 9/1/2006
Bonnie L Moffat 4030 S 275th Place Auburn, WA 98001	Preferred	40,000	Preferred 9/9/2002
Brian M Wilson Trust 6525 N 53rd St Tacoma, WA 98407	Preferred	100,000	Preferred 8/16/2005
Bryan B & Stephanie E Varney PO Box 913 Talkeetna, AK 99676	Preferred	21,000	Preferred 7/30/2003
Bryan B & Stephanie E Varney PO Box 913 Talkeetna, AK 99676	Preferred	50,000	Preferred 4/16/2003
Bryce B Curtis	Preferred	20,000	Preferred 9/1/2007
Bryce B Curtis	Preferred	20,000	Preferred 1/1/2008
BTTE, LLC 3418 S Star Lake Rd Auburn, WA 98001	Preferred	40,000	Preferred 12/23/2003
Burt Margolis 1867 June Lake Dr Henderson, NV 89502	Common	10,000	Common
Burton and Faye Margolis 1867 June Lake Drive Henderson, NV 89052	Preferred	314,000	Preferred
C Eric Gulotta 15031 Densmore Ave N Seattle, WA 98133	Preferred	40,000	Preferred 9/8/2004
C Schwab IRA FBO Elizabeth Hammersmith 3800 Bridgeport Way, #523 Tacoma, WA 98466	Preferred	20,000	Preferred 7/10/2003

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
C Schwab IRA FBO Wolfgang Hammersmith 3800 Bridgeport Way, #523 Tacoma, WA 98466	Preferred	20,000	Preferred 7/10/2003
Charles A Burgeson 3775 S 194th Seattle, WA 98188	Preferred	100,000	Preferred 11/3/2004
Charles A Burgeson 3775 S 194th Seattle, WA 98188	Preferred	20,000	Preferred 9/11/2003
Chris Eidel	Preferred	40,000	Preferred 9/2/2004
Chris Guard PO Box 349 Honokaa, HI 96727	Preferred	30,000	Preferred 12/1/2004
Claus T Hansen 3576 Lowry Road Los Angeles, CA 90027	Preferred	30,000	Preferred 9/1/2006
Crochet Family Trust Matt Crochet 38 Via Regalo San Clemente, CA 92673	Preferred	40,000	Preferred 8/1/2007
Cynthia Lair & Michael Geiger 11038 27th Ave NE Seattle, WA 98125	Preferred	40,000	Preferred 6/1/2007
Dan Gatchet 3900 Lindsay Hill Road Quilcene, WA 98376	Warrant to Purchase Common Stock Expires 5/31/2012	Warrant: 40,000 x Exercise Price: \$0.35 = 14,000	Warrant to Purchase Common Stock 4/14/2008
DarPat, LLC 1950 Alaskan Way #127 Seattle, WA 98101	Warrant to Purchase Common Stock Expires 5/31/2012	Warrant: 20,000 x Exercise Price: \$0.35 = 7,000	Warrant to Purchase Common Stock 4/14/2008
David Burch 18181 Magnolia Way Yorba Linda, CA 92886	Preferred	40,000	Preferred 6/1/2007

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
David Burns	Preferred	80,000	Preferred 3/1/2006
David Byther 7528 18th Ave NE Seattle, WA 98115	Common	100,000	Common 10/24/2005
David L Alexander 8057 Crest Drive NE Seattle, WA 98115	Preferred	80,000	Preferred 6/1/2007
David L Alexander 8057 Crest Drive NE Seattle, WA 98115	Preferred	40,000	Preferred 2/26/2004
David L. Alexander FBO his children 8057 Crest Drive NE Seattle, WA 98115	Preferred	40,000	Preferred
David Nelson 18659 NE 55th Way Redmond, WA 98052	Preferred	50,000	Preferred 3/1/2007
David Sabritt & Mina Miller 11955 Lakeside Ave NE Seattle, WA 98125	Preferred	40,000	Preferred 5/1/2007
Denny Miller 400 N Capitol St NW #363 Washington, DC 20001	Common	150,000	Common
Diane Lauerman	Preferred	40,000	Preferred 7/1/2007
Diane R Katz 644 N Fairview Dr Tacoma, WA 98406	Preferred	40,000	Preferred 1/1/2008
Dino D Vallala 2307 9th Ave Milton, WA 98354	Preferred	40,000	Preferred 4/25/2005
Dino Vallala 2307 9th Ave Milton, WA 98354	Stock Option	Amount of Grant 12,500	Stock Option 6/15/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Don Croner 29590 Vista Valley Dr Vista, CA 92084	Common	10,000	Common
Donald L Cromer Survivor Trust 4055 Millagra Drive Fallbrook, CA 92028	Preferred	79,200	Preferred 12/1/2007
Donn Fry & Diane Stielstra 917 Third Ave W Seattle, WA 98119	Preferred	40,000	Preferred 9/1/2006
Doris Miriam Katz Credit Trust 644 N Fairview Dr Tacoma, WA 98406	Preferred	64,000	Preferred 1/1/2008
Dr Madhu K Jawanda Inc 4198 Angus Drive Vancouver, BC V634H9	Preferred	100,000	Preferred 4/1/2008
Dr. Michael Deitz 5211 West 64th Terrace Prairie Village, KS 66208	Preferred	120,000	Preferred 5/1/2008
Dr. Michael Deitz 5211 West 64th Terrace Prairie Village, KS 66208	Preferred	600,000	Preferred 3/1/2008
Dr. Michael Deitz 5211 West 64th Terrace Prairie Village, KS 66208	Preferred	80,000	Preferred 2/1/2008
Dr. Michael Deitz 5211 West 64th Terrace Prairie Village, KS 66208	Preferred	400,000	Preferred 1/1/2008
Duane & Gloria Billman PO Box 5 Lagrange, IN 46761	Preferred	100,000	Preferred 3/21/2002
Edward R Hearn 84 West Santa Clara St #660 San Jose, CA 95113	Common	1,150,000	Common
Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Common	250,000	Common

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Equity Trust Company FBO Tiong-Keat Yeoh IRA 225 Burns Rd Elyria, OH 44035	Preferred	200,000	Preferred 7/1/2007
Ernesto Gutierrez 5847 Natick Ave NE Van Nuys, CA 91411	Preferred	40,000	Preferred 8/1/2007
Evan Jacqua 2805 75th Pl SE, #44 Mercer Island, WA 98040	Common	37,500	Common
First Clearing Corp FBO James K Anderson 10700 Wheat First Drive WS 1200 Glen Allen, VA 23060	Preferred	40,000	Preferred 10/15/2003
FiServ Securities Custodian for Thomas A Buckner One Commerce Sq 2005 Market St, 12th Fl Vashon, WA 98070	Preferred	100,000	Preferred 7/7/2004
Gary J Carlson PO Box 920 Vashon, WA 98070	Preferred	40,000	Preferred 3/31/2005
Geoffrey & Linda R Hodsdon 3016 N Carr St, #501 Tacoma, WA 98403	Preferred	40,000	Preferred 10/26/2005
Geoffrey Hodsdon 3016 N Carr St, 501 Tacoma, WA 98403	Preferred	40,000	Preferred 9/11/2003
Geoffrey R Monk RevocableTrust 26404 Woodland Way S Kent, WA 98030	Preferred	40,000	Preferred 9/1/2006
Geoffrey R Monk RevocableTrust 26404 Woodland Way S Kent, WA 98030	Preferred	20,000	Preferred 8/26/2005
Geoffrey R Monk RevocableTrust 26404 Woodland Way S Kent, WA 98030	Preferred	40,000	Preferred 8/26/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Geoffrey R Monk RevocableTrust 26404 Woodland Way S Kent, WA 98030	Preferred	40,000	Preferred 2/18/2002
George M J Kis 5742 Glen Forest Drive Charlotte, NC 28226	Preferred	40,000	Preferred 3/1/2008
Giulio Proietto 84 West Santa Clara St #660 San Jose, CA 95113	Common	1,150,000	Common
Greg Lewis & Shelly Scribante 9321 23rd Ave NW Seattle, WA 98117	Preferred	40,000	Preferred 3/1/2007
Grindstone Management, LLC 9916 Peacock Hill Ave NW Bldg A Gig Harbor, WA 98332	Warrant to Purchase Common Stock Expires 12/31/2013	Warrant: 200,000 x Exercise Price: \$0.35 = 70,000	Warrant to Purchase Common Stock 5/08
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	44,000	Preferred 1/1/2008
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	100,000	Preferred 1/1/2008
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	200,000	Preferred 1/1/2008
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	300,000	Preferred 9/1/2007
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	400,000	Preferred 5/1/2006
Grindstone Management, LLC 7423 110th St NW Gig Harbor, WA 98332	Preferred	400,000	Preferred 1/1/06

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HiQ LLC 13808 219th Ave SE Issaquah, WA 98027	Preferred	40,000	Preferred 3/15/2005
Ian & Maren Myers 3628 206th Place SW Lynnwood, WA 98036	Preferred	40,000	Preferred 6/1/2007
James & Barbara A. Smith 17011 33rd Ave SW Seattle, WA 98166	Preferred	40,000	Preferred 9/1/2006
James & Barbara A. Smith 17011 33rd Ave SW Seattle, WA 98166	Preferred	40,000	Preferred 8/23/2005
James & Barbara A. Smith 17011 33rd Ave SW Seattle, WA 98166	Preferred	40,000	Preferred 8/23/2005
James & Linda K Selig PO Box 2445 Vashon, WA 98070	Preferred	20,000	Preferred 8/10/2005
James B Lynch 1420 Evergreen Place Tacoma, WA 98466	Preferred	40,000	Preferred 1/1/2008
James K. Anderson 705 1st St South Kirkland, WA 98033	Warrants to Purchase Common Stock Expires 12/31/2012	Warrant: 200,000 x Exercise Price: \$0.25 = 50,000	Warrants to Purchase Common Stock 2/14/2008
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	100,000	Preferred 8/1/2007
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	80,000	Preferred 1/1/2007
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	160,000	Preferred 6/16/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	40,000	Preferred 5/16/2005
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	40,000	Preferred 2/14/2005
James K. Anderson 705 1st St South Kirkland, WA 98033	Preferred	40,000	Preferred 12/17/2004
James M. Becker 171 NW 60th St Seattle, WA 98107	Preferred	30,000	Preferred 6/1/2006
James M. Becker 171 NW 60th St Seattle, WA 98107	Preferred	50,000	Preferred 11/3/2004
James R. Porter 2222 Meridian Ave E Edgewood, WA 98372	Preferred	80,000	Preferred 3/1/2006
James R. Porter 2222 Meridian Ave E Edgewood, WA 98372	Preferred	40,000	Preferred 8/15/2005
James R. Porter 2222 Meridian Ave E Edgewood, WA 98372	Preferred	100,000	Preferred 6/3/2004
James Wallace 11512 Gravelly Lake Drive Lakewood, WA 98499	Preferred	400,000	Preferred 7/1/2008
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	50,000	Preferred 7/1/2007
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	60,000	Preferred 5/1/2007
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	40,000	Preferred 2/1/2007

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	32,000	Preferred Shared 9/1/2006
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	40,000	Preferred 6/1/2006
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	24,000	Preferred 3/25/2005
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	36,000	Preferred 6/21/2004
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	20,000	Preferred 6/26/2003
Jan Diepenheim 11328 Lakeside Ave NE Seattle, WA 98125	Preferred	60,000	Preferred 12/30/2002
Jeanne M. Marrazzo 10232 64th Avenue South Seattle, WA 98178	Preferred	40,000	Preferred 6/1/2006
Jeff & Elizabeth Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	Preferred	48,000	Preferred 5/1/2005
Jeff & Elizabeth Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	Preferred	50,000	Preferred 3/11/2005
Jeff & Elizabeth Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	Preferred	100,000	Preferred 11/29/2004
Jeff & Elizabeth Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	Preferred	500,00	Preferred 11/12/2004
Jeff Haley 155 108th Ave NE, Ste 350 Bellevue, WA 98004	Preferred	40,000	Preferred 12/17/2004

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jeff Haley 155 108th Ave N, Ste 350 Bellevue, WA 98004	Preferred	40,000	Preferred 7/1/2002
Jeremy & Linda Mattox 6321 Seaview Ave NW, #24 Seattle, WA 98107	Preferred	40,000	Preferred 11/10/2005
Jessica Prince 3940 96th Ave SE Mercer Island, WA 98040	Preferred	40,000	Preferred 3/1/2006
Jim & Carol Metcalf 6345 160th Place SE Bellevue, WA 98006	Preferred	40,000	Preferred 5/1/2006
Jim Anderson IRA 705 1st St South Kirkland, WA 98033	Preferred	40,000	Preferred 6/16/2003
Jim Lynch 1420 Evergree Place Fircrest, WA 98466	Warrant to Purchase Common Stock Expires 6/30/2012	Warrant:15,000 x Exercise Price: \$0.35 = 5,250	Warrant to Purchase Common Stock 5/7/2008
Joe Billman PO Box 5 Lagrange, IN 46761	Preferred	60,000	Preferred 11/26/2003
Joe Billman PO Box 5 Lagrange, IN 46761	Preferred	40,000	Preferred 10/28/2003
Joe Billman PO Box 5 Lagrange, IN 46761	Preferred	300,00	Preferred
John Alexander FBO his Children 23001 Marine View Drive South Seattle, WA 98198	Preferred	40,000	Preferred
John & Barbara Gilchrist 1026 Paiute Trail Arlington, WA 98223	Preferred	100,000	Preferred 9/3/2003

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
John & Barbara Gilchrist 1026 Paiute Trail Arlington, WA 98223	Preferred	100,000	Preferred 7/3/2002
John & Therese Brasino 26970 SE Old Black Nugget Road Issaquah, WA 98029	Preferred	120,000	Preferred 10/1/2007
John & Therese Brasino 26970 SE Old Black Nugget Road Issaquah, WA 98029	Preferred	400,000	Preferred 5/1/2007
John A. Monk Revocable Trust 28714 SE 462nd Place Enumclaw, WA 98022-9318	Preferred	40,000	Preferred 9/1/2006
John A. Setterstrom 4424 78th Ave SW Olympia, WA 98512	Preferred	40,000	Preferred 1/6/2005
John Alexander 23001 Marine View Drive S Des Moines, WA 98198	Preferred	80,000	Preferred 5/1/2007
John L. Gilchrist 1026 Paiute Trail Fox Island, WA 98223	Preferred	300,000	Preferred 4/4/2005
John L. Gilchrist 1026 Paiute Trail Fox Island, WA 98223	Preferred	200,000	Preferred 6/10/2004
John L. Gilchrist 1026 Paiute Trail Arlington, WA 98223	Preferred	100,000	Preferred 3/17/2005
John L. Gilchrist 1026 Paiute Trail Fox Island, WA 98223	Preferred	200,000	Preferred 10/26/2004
John M. Corman 15899 SE 58th St Bellevue, WA 98006	Preferred	20,000	Preferred 12/23/2004
John Monk Revocable Trust 28714 SE 462nd Place Enumclaw, WA 98022-9318	Preferred	20,000	Preferred 6/3/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
John Monk Revocable Trust 28714 SE 462nd Place Enumclaw, WA 98022-9318	Preferred	20,000	Preferred 12/16/2003
John Monk Revocable Trust 28714 SE 462nd Place Enumclaw, WA 98022-9318	Preferred	40,000	Preferred 2/27/2003
John Monk Revocable Trust 28714 SE 462nd Place Enumclaw, WA 98022-9318	Preferred	40,000	Preferred 2/18/2002
John P. & Marilyn J. Alexander 23001 Marine View Drive S Seattle, WA 98198	Preferred	20,000	Preferred 8/1/2007
John P. Alexander Jr. 17504 72nd Ave W Edmonds, WA 98026	Preferred	40,000	Preferred 2/26/2004
John Towey 38216 Azalea Drive Palm Desert, CA 92260	Warrants to Purchase Common Stock Expires 6/12/2012	Warrant: 20,000 x Exercise Price: \$0.35 = 7,000	Warrants to Purchase Common Stock 4/12/2008
John Wobensmith 1131 August Drive Annapolis, MD 21403	Stock Option	Amount of Grant 50,000	Stock Option 6/29/2005
Jonathan J. & Bobee J. Bridge PO Box 1908 Seattle, WA 98111	Preferred	100,000	Preferred 2/14/2005
Jonda & Robert C. McFarlane 3414 Prospect St NW Washington, DC 20007	Preferred	100,000	Preferred 9/1/2006
Jose Antonio Rios PO Box 85025 Hallandale, FL 33008	Stock Options	Amount of Grant 50,000	Stock Option 9/1/2007
Jose Antonio Rios Po Box 85025 Hallandale, FL 33008	Stock Option	Amount of Grant 2,723,000	Stock Options 1/1/2009

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Joseph & Patricia McNamee 3710 Greenbrier Lane Mercer Island, WA 98040	Preferred	40,000	Preferred 8/11/2005
Joseph Mistachkin 15606 NE 40th St #L-245 Redmond, WA 98052	Stock Options	Amount of Grant 1000	Stock Option 12/21/2007
Joseph Mistachkin 15606 NE 40th St #L-245 Redmond, WA 98052	Stock Option	Amount of Grant 10,000	Stock Option 12/15/2008
Joseph P. Riordan PO Box 1834 Flagstaff, AZ 86002	Preferred	40,000	Preferred 1/30/2004
Joseph P. Riordan PO Box 1834 Flagstaff, AZ 86002	Preferred	120,000	Preferred 6/26/2002
Josh Marti 6709 121st Place SE Bellevue, WA 98006	Preferred	20,000	Preferred 3/1/2007
Justine Kimiko Nelson 3842 82nd Avenue SE Mercer Island, WA 98040	Preferred	75,000	Preferred
Kai Nelson 18659 NE 55th Way Redmond, WA 98052	Preferred	10,000	Preferred 3/1/2007
Kenneth & Pamela Wagoner 8903 232nd St E Graham, WA 98338	Preferred	100,000	Preferred 4/1/2007
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	73,776	Preferred 2/25/2005
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	81,224	Preferred 2/22/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	200,00	Preferred 12/30/2004
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	66,224	Preferred 3/12/2004
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	116,000	Preferred 2/25/2004
Kenneth A. MacDonald & Frances E. Phelan 11318 Clover Crest Dr SW Lakewood, WA 98499	Preferred	18,776	Preferred 2/24/2004
Kenyon & Karen Luce 3716 S 372nd St Auburn, WA 98001	Preferred	50,000	Preferred 6/25/2002
Kenyon and Luce 3716 372nd St Auburn, WA 98001	Preferred	80,000	Preferred 3/25/2003
Kenyon E and Karen Luce 3716 S 372nd St Auburn, WA 98001	Warrant to Purchase Common Stock Expires 12/1/2012	Warrant: 600,000 x Exercise Price: \$0.35 = 210,000	Warrant to Purchase Common Stock 5/5/2008
Kenyon E. Luce 3716 372nd St Auburn, WA 98001	Common	75,000	Common
Kenyon Luce 3716 S 372nd St Auburn, WA 98001	Preferred	80,000	Preferred 2/17/2005
Kenyon Luce 3716 372nd St Auburn, WA 98001	Preferred	100,000	Preferred 8/25/2003

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Kenyon Luce 4505 Pacific Pacific Highway E Suite A Tacoma, WA 98424	Preferred	702,331	Preferred
Klune Corporation C/O David Arnold 5502 G Lakeview Dr Kirkland, WA 98033	Common	200,000	Common
Korotzer Financial Services 6853 19th Ave NE Seattle, WA 98115	Preferred	80,000	Preferred 12/24/2002
Kuntry Lumber & Farm Supply PO Box 2 Lagrange, IN 46761	Preferred	100,000	Preferred 3/22/2002
Kyle & Lida Buckner 27015 SE Old Black Nugget Rd Issaquah, WA 98028	Preferred	40,000	Preferred 1/1/2008
Lance Gaines 19507 207th St. Ct. E. Orting, WA 98360	Preferred	80,000	Preferred
Larry D. Hosley 3123 N 13th Tacoma, WA 98406	Preferred	100,000	Preferred 4/1/2006
Larry D. Hosley 3123 N 13th Tacoma, WA 98406	Preferred	100,000	Preferred 8/1/2005
Larry D. Hosley 3123 N 13th Tacoma, WA 98406	Preferred	40,000	Preferred 7/13/2005
Larry D. Hosley 3123 N 13th Tacoma, WA 98406	Preferred	100,000	Preferred 11/19/2004
Laurie A. & L.T. Murray III 1201 Pacific Ave, Ste 1750 Tacoma, WA 98402	Preferred	40,000	Preferred 2/17/2005

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lawerence Lavine 9424 Veteran Drive SW Lakewood, WA 98498	Warrant to Purchase Common Stock Expires 12/31/2013	Warrant: 500,000 x Exercise Price: \$0.35 = 175,000	Warrant to Purchase Common Stock 02/10
Lawerence Lavine 9424 Veteran Drive SE Lakewood, WA 98498	Warrant to Purchase Common Stock Expires 12/31/2012	Warrant: 200,000x Exercise Price: \$0.35 = 70,000	Warrant to Purchase Common Stock 6/2008
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	280,000	Preferred 6/1/2008
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	120,000	Preferred 6/1/2008
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 5/1/2007
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 2/1/2007
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 2/1/2007
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	400,000	Preferred 10/1/2006
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 5/1/2006
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	400,000	Preferred 10/26/2005
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 1/1/2006

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 9/23/2005
Lawrence & Jacqueline Lavine 9424 Veterans Dr SW Lakewood, WA 98498	Preferred	200,000	Preferred 9/9/2005
Lawrence Lavine 9424 Veteran Drive SW Lakewood, WA 98498	Stock Option	Amount of Grant 50,000	Stock Option 5/29/2008
Lee A. Smith 8612 Island Drive S Seattle, WA 98118	Preferred	40,000	Preferred 11/5/2004
Linda L. Mackintosh 28701 6th Place S, #102 Des Moines, WA 98198	Preferred	12,000	Preferred 9/1/2006
Linda L. Mackintosh 28701 6th Place S, #102 Des Moines, WA 98198	Preferred	100,000	Preferred 6/26/2002
Linda Mackintosh 28701 6th Place S, Unit 102 Seattle, WA 98198	Common	314,167	Common
Lisa Jackson 803 W Garfield St Seattle, WA 98119	Preferred	40,000	Preferred 9/1/2006
Lisa Jackson 803 W Garfield St Seattle, WA 98119	Preferred	60,000	Preferred 4/1/2006
Lisa Maxwell 450 Howe Street Suite 807 Vancouver, BC V6C 2B3 Canada	Preferred	24,000	Preferred
Loal Davis 30916 16th Pl SW Apt C Federal Way, WA 98023	Stock Option	Amount of Grant 50,000	Stock Option 4/2/2007
Loal Davis 30916 16th Pl SW, Apt C Federal Way, WA 98023	Stock Option	Amount of Grant 5,000	Stock Option 12/21/2007

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Loal Davis 30916 16th Pl SW, Apt C Federal Way, WA 98023	Stock Option	Amount of Grant 10,000	Stock Option 12/15/2008
Loretta Kelly 300 Queen Ann Ave N, #367 Seattle, WA 98109	Preferred	10,000	Preferred 12/1/2007
Loretta Kelly 300 Queen Ann Ave N, #367 Seattle, WA 98109	Preferred	20,000	Preferred 3/24/2003
Loretta Kelly 300 Queen Ann Ave N, #367 Seattle, WA 98109	Preferred	40,000	Preferred 9/9/2002
Louise A. & Gail E. Meier 23635 SE 225th St Maple Valley, WA 98038	Preferred	40,000	Preferred 3/1/2007
Luakaka, LLC Kenyon E Luce 900 East Meridian East #19-457 Milton, WA 98354	Common	10,000	Common
Luakaka, LLC Kenyon E Luce 900 East Meridian East #19-457 Milton, WA 98354	Common	15,000	Common
Luakaka, LLC 900 East Meridian East #19-457 Milton, WA 98354	Preferred	4,000	Preferred 8/1/2006
Luakaka, LLC 900 East Meridian East #19-457 Milton, WA 98354	Preferred	10,000	Preferred 12/1/2004
Luakaka, LLC 900 East Meridian East #19-457 Milton, WA 98354	Preferred	20,000	Preferred 6/18/2004
Lynne Luce 37845 Military Rd S Auburn, WA 98001	Preferred	40,000	Preferred 8/19/2004

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lynne Luce 37845 Military Rd S Auburn, WA 98001	Preferred	20,000	Preferred 3/10/2004
Lynne Luce 37845 Military Rd S Auburn, WA 98001	Preferred	40,000	Preferred 10/10/2003
Marc Fastiggi 13537 East Wethersfield RD Scottsdale, AZ 85259	Warrant to Purchase Common Stock Expires 02/12	Warrant: 50,000 x Exercise Price: \$0.02 = 1,000	Warrant to Purchase Common Stock 02/02
Mark Weisenberg 1101 Ave D. #E306 Snohomish, WA 98290	Preferred	40,000	Preferred 8/1/2006
Martha Kelley Spruell 6225 E Catalina Dr Scottsdale, AZ 85251	Preferred	40,000	Preferred 10/22/2002
Martha Kelly Spruell 6225 E Catalina Dr Scottsdale, AZ 85251	Preferred	20,000	Preferred 3/25/2003
Mary B. Veal 3813 52nd St NE Tacoma, WA 98422	Preferred	20,000	Preferred 3/1/2007
Mary B. Veal 3813 52nd St NE Tacoma, WA 98422	Preferred	40,000	Preferred 8/11/2005
Mary Veal 3813 52nd St NE Tacoma, WA 98422	Warrant to Purchase Common Stock Expires 6/30/2012	Warrant: 30,000 x Exercise Price: \$0.35 = 10,500	Warrant to Purchase Common Stock 5/14/2008
McElliot '95 Irrevocable Trust 11303 Lake Rim Road San Diego, CA 92131	Preferred	40,000	Preferred 10/1/2007
McElliot '95 Irrevocable Trust 11303 Lake Rim Road San Diego, CA 92131	Preferred	40,000	Preferred 10/1/2007

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michael A. Robbins 1119 1st Ave, #402 Seattle, WA 98101	Preferred	80,000	Preferred 3/1/2007
Michael A. Robbins 1119 1st Ave, #402 Seattle, WA 98101	Preferred	100,000	Preferred 6/1/2007
Michael Kichline 22208 67th Place West Mountlake Terrace, WA 98043	Common	85,000	Common
Michael Kichline 22208 67th Place West Mountlake Terrace, WA 98043	Preferred	100,000	Preferred
Mitchell Karton 3248 Lakewood Ave S Seattle, WA 98104	Preferred	50,000	Preferred 8/1/2006
NW Building Tech, INC Jeff & Liz Hayford 11914 Nyanza Rd SW Lakewood, WA 98499	Preferred	350,000	Preferred 3/28/2005
Paul & Susanne Walker PO Box 3308 Redmond, WA 98073	Preferred	140,000	Preferred 6/1/2007
Paul & Susanne Walker PO Box 3308 Redmond, WA 98073	Preferred	60,000	Preferred 7/1/2006
Paul L. & Lisa L. Merges 4510 223rd PI NE Redmond, WA 98053	Preferred	60,000	Preferred 2/11/2004
Peter Langmaid 2820 69th Ave SE Mercer Island, WA 98040	Warrants to Purchase Common Stock Expires 5/4/2012	Warrant: 40,000 x Exercise Price: \$0.35 = 14,000	Warrants to Purchase Common Stock 4/4/2008
Peter Langmaid Audrey Shiffman 2820 69th Ave SE Mercer Island, WA 98040	Preferred	60,000	Preferred 4/1/2006

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Philip B. Stielstra 4208 NE 107th St Seattle, WA 98125	Preferred	40,000	Preferred 6/1/2006
Philip M. Spreuer 915 N 15 E Lagrange, IN 46761	Preferred	200,000	Preferred 1/17/2003
Randall G. & Angela Williams 4210 20th St E, Ste D Tacoma, WA 98424	Preferred	24,000	Preferred 6/1/2007
Randall G. & Angela Williams 4210 20th St E, Ste D Tacoma, WA 98424	Preferred	48,000	Preferred 5/1/2006
Randall G. & Angela Williams 4210 20th St E, Ste D Tacoma, WA 98424	Preferred	20,000	Preferred 3/1/2006
Randall G. & Angela Williams 4210 20th St E, Ste D Tacoma, WA 98424	Preferred	20,000	Preferred 12/15/2005
Revocable Trust of John Monk 28714 SE 462nd Place Auburn, WA 98002	Preferred	60,000	Preferred 5/1/2007
Revocable Trust of Geoffrey R. Monk 26404 Woodland Way S Kent, WA 98030	Preferred	60,000	Preferred 5/1/2007
Richard & Dagmar Melin 18659 NE 55th Way Redmond, WA 98052	Preferred	4,000	Preferred 3/1/2007
Richard & Geraldine King 14707 NE 164th St Woodinville, WA 98072	Preferred	140,000	Preferred 12/21/2005
Richard & Geraldine King 14707 NE 164th St Woodinville, WA 98072	Preferred	100,000	Preferred 5/21/2004
Richard & Sharon Warsinke	Preferred	40,000	Preferred 5/1/2006

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Richard B. King 14707 NE 164th St Woodinville, WA 98072	Preferred	80,000	Preferred 3/1/2007
Richard P. Roberts 15421 61st Pl NE Kenmore, WA 98028	Preferred	20,000	Preferred 9/1/2007
Robert & Judith Bashor 2306 2nd North Seattle, WA 98109	Preferred	60,000	Preferred 7/1/2006
Roco Video, INC ATTN Joe Sarchet 6317 Vista Del Mar Playa Del Rey, CA 90293	Preferred	60,000	Preferred 3/1/08
Rod Nicholls Po Box 80705 Seattle, WA 98109	Common	2,000,000	Common
Ron Norris 2821 Second Ave, #181 Seattle, WA 98121	Warrant to Purchase Common Stock Expires 6/30/2012	Warrant: 20,000 x Exercise Price: \$0.35 = 7,000	Warrant to Purchase Common Stock 5/08
Ron Norris 2821 Second Ave, #181 Seattle, WA 98121	Preferred	60,000	Preferred 6/2/03
Ronald C. Norris 2821 Second Ave, #181 Seattle, WA 98121	Preferred	40,000	Preferred 2/1/07
Ronnie S. Stangler 1425 Western Ave, @101 Seattle, WA 98101	Preferred	50,000	Preferred 7/1/06
Sally T. Foster 601 Union St, #3707 Seattle, WA 98101	Preferred	100,000	Preferred 8/1/07
Sara J. Malone & Ana Maria L. Ozaeta 4117 44th Ave SW Seattle, WA 98116	Preferred	40,000	Preferred 6/1/06

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Sarah & Scott Armstrong 600 Hillside Drive East Seattle, WA 98112	Preferred	60,000	Preferred 3/1/06
Scott and Sarah Armstrong 600 Hillside Dr E Seattle, WA 98112	Warrant to Purchase Common Stock Expires 4/29/2012	Warrant: 37,500 x Exercise Price: \$0.35 = 13,125	Warrant to Purchase Common Stock 4/29/2012
Sean Bleck & Denise Read 2300 Magnolia Blvd W Seattle, WA 98199	Preferred	40,000	Preferred 5/1/07
Shawn Tacey 330 112th Avenue NE Bellevue, WA 98004	Preferred	100,000	Preferred 2/19/2004
Shawn Tacey 330 112th Avenue NE Bellevue, WA 98004	Preferred	100,000	Preferred 12/30/2003
Stephen O'Rear 509 10th Ave Kirkland, WA 98033	Preferred	40,000	Preferred 11/1/06
Stephen O'Rear 509 10th Ave Kirkland, WA 98033	Preferred	40,000	Preferred 11/1/2006
Steve and Ronna Schreiner 9916 Peacock Hill Ave NW Gig Harbor, WA 98332	Warrant to Purchase Common Stock Expires 6/30/2012	Warrant: 75,000 x Exercise Price: \$0.35 = 26,250	Warrant to Purchase Common Stock 5/7/2008
Steve Lutz 2607 Western Ave, #506 Seattle, WA 98121	Warrant to Purchase Common Stock Expires 2/2012	Warrant: 50,000 x Exercise Price: \$0.02 = 1,000	Warrant to Purchase Common Stock 2/02
Steven & Ronna Schreiner 7423 110th St NW Gig Harbor, WA 98332	Preferred	100,000	Preferred 9/1/06
Steven & Ronna Schreiner 7423 110th St NW Gig Harbor, WA 98332	Preferred	400,000	Preferred 1/1/06

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Steven & Ronna Schreiner 7423 110th St NW Gig Harbor, WA 98332	Preferred	20,000	Preferred 1/1/06
Steven Carl & O. Stewart Schroeder 3418 S Star Lake Rd Auburn, WA 98001	Preferred	40,000	Preferred 5/31/02
Steven D. Davies 2720 Eastwood Avenue Evanston, IL 60201	Preferred	40,000	Preferred 9/1/06
Steven M. Hagen 13612 62nd Ave NE Kirkland, WA 98034	Preferred	40,000	Preferred 9/1/06
Steven M. Hagen 13612 62nd Ave NE Kirkland, WA 98034	Preferred	40,000	Preferred 5/1/06
Stone Bridge Securities 2505 2nd Ave Ste 515 Seattle, WA 98121	Warrant to Purchase Common Stock Expires 10/15/2017	Warrant: 442,500 x Exercise Price: \$0.25 = 110,625	Warrant to Purchase Common Stock 10/15/2007
Stone Bridge Securities 2505 2nd Ave Ste 515 Seattle, WA 98121	Warrant to Purchase Common Stock Expires 10/15/2017	Warrant: 556,750 x Exercise Price: \$0.40 = 222,700	Warrant to Purchase Common Stock 10/15/2007
Stuart Hagen 13612 62nd Ave NE Kirkland, WA 98034	Warrants to Purchase Common Stock Expires 6/18/2012	Warrant: 30,000 x Exercise Price: \$0.35 = 10,500	Warrant to Purchase Common Stock 4/18/2008
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	40,000	Preferred 7/1/07
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	40,000	Preferred 5/1/07

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	40,000	Preferred 2/1/07
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	32,000	Preferred 6/17/2004
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	20,000	Preferred 7/18/2003
Terry Korotzer 6853 19th Ave NE Seattle, WA 98115	Preferred	32,000	Preferred 5/6/03
Thomas & Eloise Fox 5742 Glen Forest Drive Charlotte, NC 28226	Preferred	40,000	Preferred 6/1/07
Thomas & Linda Buckner 1842 Overhulse Rd NW Olympia, WA 98502	Preferred	200,000	Preferred 7/7/04
Thomas J. Fox III 5742 Glen Forest Drive Charlotte, NC 28226	Preferred	40,000	Preferred 6/1/07
Thomas J. Nickels 4833 NE43rd St Seattle, WA 98105	Preferred	40,000	Preferred 4/1/06
Thomas Nickels 4833 NE 43rd St Seattle, WA 98105	Preferred	40,000	Preferred 2/1/08
Timothy & Catherine Jewell N13499 Country Rd K Downing, WI 54734	Preferred	120,000	Preferred 2/1/07
Tiong-Keat Yeoh 9708 NE 29th St Bellevue, WA 98004	Preferred	100,000	Preferred 7/1/07
Tiong-Keat Yeoh 9708 NE 29th St Bellevue, WA 98004	Preferred	200,000	Preferred 7/1/07

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
TLCA, LLC 2076 Poppywood Ave Henderson, NV 89012	Preferred	100,000	Preferred 2/1/05
TLCA, LLC 2076 Poppywood Ave Henderson, NV 89012	Preferred	40,000	Preferred 7/21/04
TLCA, LLC 2076 Poppywood Ave Henderson, NV 89012	Preferred	40,000	Preferred
TLCA, LLC 2076 Poppywood Ave Henderson, NV 89012	Preferred	100,000	Preferred 3/25/03
TLCA, LLC 2076 Poppywood Ave Henderson, NV 89012	Preferred	60,000	Preferred 12/9/02
Tom Nickels 4833 NE 43rd St Seattle, WA 98105	Warrants to Purchase Common Stock Expires 12/31/2012	Warrant: 40,000 x Exercise Price: \$0.35 = 14,000	Warrants to Purchase Common Stock 2/12/2008
Walter & Denise Smith 609 SW 207th Place Seattle, WA 98166	Preferred	40,000	Preferred 10/1/06
Walter W. Smith 609 SW 207th Place Seattle, WA 98166	Preferred	40,000	Preferred 11/5/04
Wendy D. Costello 4507 NE 26th Ct Renton, WA 98059	Preferred	20,000	Preferred 9/1/06
Wendy D. Costello 4507 NE 26th Ct Renton, WA 98059	Preferred	100,000	Preferred 10/2/02
William D. & Karla K. Center 24007 76th Ave W Edmonds, WA 98026	Preferred	40,000	Preferred 12/1/06

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
William J Rex 1201 Third Ave, Ste 3500 Seattle, WA 98101	Stock Option	Amount of Grant 50,000	Stock Option 7/1/2007
William J. Rex 1201 Third Ave, Ste 3500 Seattle, WA 98101	Preferred	100,000	Preferred 7/1/07
William J. Rex 1201 Third Ave, Ste 3500 Seattle, WA 98101	Preferred	40,000	Preferred 12/8/05
William Jon Hermsen 3576 Lowry Road Los Angeles, CA 90027	Preferred	20,000	Preferred 9/1/06
Willow Springs Capital, LLC PO Box 80705 Seattle, WA 98109	Preferred	24,000	Preferred 1/15/04
Willow Springs Capital, LLC PO Box 80705 Seattle, WA 98109	Preferred	25,000	Preferred
Willow Springs Capital, LLC PO Box 80705 Seattle, WA 98109	Preferred	40,000	Preferred
Wolfgang & Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Preferred	40,000	Preferred
Wolfgang Elizabeth Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Common and Preferred	13,000,000	Common and Preferred
Wolfgang S Hammersmith Beth M Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Common	7,766,558	Common
Wolfgang S Hammersmith Beth M Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Common	750,000	Common

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Wolfgang S Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Common	250,000	Common
Wolfgang S Hammersmith Elizabeth M Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Preferred	40,000	Preferred 5/2/03
Wolfgang S Hammersmith Beth M Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Preferred	50,000	Preferred 6/25/2002
Wolfgang S Hammersmith Beth M Hammersmith 3800 Bridgeport Way #523 Tacoma, WA 98466	Preferred	24,000	Preferred 3/28/02
Yoko MacMahon 2933 A Lauko Place Honolulu, HI 96813	Preferred	40,000	Preferred 10/14/03
Zehbra, INC 2304 N 53rd St Seattle, WA 98103	Common	305,000	Common
Zehbra, INC 2304 N 53rd St Seattle, WA 98103	Preferred	56,100	Preferred 10/19/2005
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 150,000	Stock Option 12/1/2003
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 50,000	Stock Option 1/12/2004
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 20,000	Stock Option 12/20/2005
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 15,000	Stock Option 12/19/2006

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 10,000	Stock Option 12/21/2007
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Stock Option	Amount of Grant 10,000	Stock Options 12/15/2008
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Preferred	30,000	Preferred 8/24/04
Zsolt Ari 2304 N 53rd St Seattle, WA 98103	Preferred	46,000	Preferred 8/18/2004

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President & CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 20, 2012Signature /s/Rodney Gene Nicholls
Rodney Gene Nicholls

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Western District of Washington**

In re Vadium Technology, Inc.

Debtor(s)

Case No. 12-10808

Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President & CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: February 20, 2012

/s/ Rodney Gene Nicholls

Rodney Gene Nicholls/President & CEO
Signer/Title

United States Bankruptcy Court
Western District of Washington

In re Vadium Technology, Inc.

Debtor(s)

Case No. 12-10808
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Vadium Technology, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Wolfgang Elizabeth Hammersmith
3800 Bridgeport Way #523
Tacoma, WA 98466**

None [Check if applicable]

February 20, 2012

Date

/s/ Dallas W. Jolley, Jr.

Dallas W. Jolley, Jr. 22957

Signature of Attorney or Litigant
Counsel for Vadium Technology, Inc.
**Dallas W. Jolley, Jr.
4707 So. Junett St.
Suite B
Tacoma, WA 98409
(253) 761-8970 Fax:(253) 761-7910
dallas@jolleylaw.com**